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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

09/01, 2013, and ending

08/31, 2014

Name of foundation THE LEE AND JULIET FOLGER FUND		A Employer identification number 52-0794388
Number and street (or P O box number if mail is not delivered to street address) C/O ANNE L. STONE & ASSOCIATES, LLC 1320 OLD CHAIN BRIDGE RD	Room/suite 425	B Telephone number (see instructions) (703) 847-1350
City or town, state or province, country, and ZIP or foreign postal code MCLEAN, VA 22101		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 52,515,879.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,064.	1,064.		ATCH 1
	4 Dividends and interest from securities	926,419.	926,419.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,137,429.			
	b Gross sales price for all assets on line 6a	8,254,308.			
	7 Capital gain net income (from Part IV, line 2)		5,137,429.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3	-18,614.	-18,614.			
12 Total. Add lines 1 through 11	6,046,298.	6,046,298.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	2,115.			
	b Accounting fees (attach schedule) ATCH 5	13,525.			
	c Other professional fees (attach schedule) *	102,875.	10,287.		92,588.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	85,305.	10,305.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	971.			
	24 Total operating and administrative expenses. Add lines 13 through 23	204,791.	20,592.		92,588.
	25 Contributions, gifts, grants paid	6,231,500.			6,231,500.
26 Total expenses and disbursements. Add lines 24 and 25	6,436,291.	20,592.	0	6,324,088.	
27 Subtract line 26 from line 12	-389,993.				
a Excess of revenue over expenses and disbursements		6,025,706.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

4

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,391,626.	5,719,859.	5,720,070.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 9	21,729,165.	19,065,182.	46,421,761.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 10	419,987.	367,846.	374,048.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶ (attach schedule)				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	25,540,778.	25,152,887.	52,515,879.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	25,540,778.	25,152,887.	
	30 Total net assets or fund balances (see instructions)	25,540,778.	25,152,887.	
	31 Total liabilities and net assets/fund balances (see instructions)	25,540,778.	25,152,887.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	25,540,778.
2 Enter amount from Part I, line 27a	2	-389,993.
3 Other increases not included in line 2 (itemize) ▶ ATCH 11	3	2,102.
4 Add lines 1, 2, and 3	4	25,152,887.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,152,887.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	5,137,429.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }			3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,475,251.	47,032,087.	0.052629
2011	2,848,936.	42,853,457.	0.066481
2010	2,161,524.	43,144,864.	0.050099
2009	5,626,429.	42,012,121.	0.133924
2008	4,165,917.	37,266,985.	0.111786
2 Total of line 1, column (d)			2 0.414919
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.082984
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 50,303,323.
5 Multiply line 4 by line 3			5 4,174,371.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 60,257.
7 Add lines 5 and 6			7 4,234,628.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 6,324,088.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	60,257.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	60,257.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	60,257.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	98,692.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	98,692.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	38,435.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 38,435. Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> DC, VA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> ANNE L STONE & ASSOCIATES, LLC Telephone no <input type="checkbox"/> 703-847-1350			
	Located at <input type="checkbox"/> 1320 OLD CHAIN BRIDGE RD, SUITE 425 MCLEAN, VA ZIP+4 <input type="checkbox"/> 22101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <input type="checkbox"/> 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? <input type="checkbox"/>	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870 **6b** X
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		102,875.
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE ----- ----- -----	
2 ----- ----- -----	
All other program-related investments See instructions	
3 NONE ----- ----- -----	
Total. Add lines 1 through 3 ▶	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	46,458,176.
b	Average of monthly cash balances	1b	4,179,231.
c	Fair market value of all other assets (see instructions)	1c	431,956.
d	Total (add lines 1a, b, and c)	1d	51,069,363.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	51,069,363.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	766,040.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	50,303,323.
6	Minimum investment return. Enter 5% of line 5	6	2,515,166.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,515,166.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	60,257.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	60,257.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,454,909.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,454,909.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,454,909.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	6,324,088.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	6,324,088.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	60,257.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,263,831.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,454,909.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 2,328,834.				
b From 2009 3,580,087.				
c From 2010 37,423.				
d From 2011 735,476.				
e From 2012 161,816.				
f Total of lines 3a through e	6,843,636.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>6,324,088.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				2,454,909.
e Remaining amount distributed out of corpus	3,869,179.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,712,815.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	2,328,834.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	8,383,981.			
10 Analysis of line 9				
a Excess from 2009 3,580,087.				
b Excess from 2010 37,423.				
c Excess from 2011 735,476.				
d Excess from 2012 161,816.				
e Excess from 2013 3,869,179.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a Assets' alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

ATTACHMENT 14

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHMENT 15				6,231,500.
Total			3a	6,231,500.
b <i>Approved for future payment</i> SEE ATTACHMENT 16				1,085,000.
Total			3b	1,085,000.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
----------	--

[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

Form **990-PF** (2013)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					3,239.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					203,465.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					19,109.	
		1350 3M COMPANY PROPERTY TYPE: SECURITIES				P	VAR	VAR
175,334.		94,769.					80,565.	
		600 ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES				P	11/01/1990	08/14/2014
25,221.		2,969.					22,252.	
		975 ABBVIE INC PROPERTY TYPE: SECURITIES				P	VAR	VAR
48,898.		12,052.					36,846.	
		200 ACTAVIS INC PROPERTY TYPE: SECURITIES				P	VAR	10/01/2013
28,800.		22,404.					6,396.	
		2875 ADOBE SYSTEMS INC PROPERTY TYPE: SECURITIES				P	VAR	VAR
168,222.		84,004.					84,218.	
		470 ALLERGAN INC PROPERTY TYPE: SECURITIES				P	VAR	VAR
75,419.		26,604.					48,815.	
		1080 AMAZON COM INC PROPERTY TYPE: SECURITIES				P	VAR	VAR
345,541.		39,519.					306,022.	
		1280 AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES				P	02/04/1957	VAR
104,765.		155.	2,258.	155.	2,103.		102,507.	
		425 AMERICAN TOWER CORP PROPERTY TYPE: SECURITIES				P	03/16/2006	08/13/2014
40,999.		13,183.					27,816.	
		1550 APPLE COMPUTER INC				P	VAR	VAR

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
355,846.		PROPERTY TYPE: SECURITIES 33,649.					322,197.	
		215 BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 15,384.				P	11/17/2006	08/13/2014
25,128.							9,744.	
		300 BED BATH BEYOND INC PROPERTY TYPE: SECURITIES 11,705.				P	VAR	10/15/2013
22,873.							11,168.	
		1275 BHP BILLITON LTD ADR PROPERTY TYPE: SECURITIES 45,044.				P	VAR	VAR
89,128.							44,084.	
		500 BLACKBERRY PROPERTY TYPE: SECURITIES 34,792.				P	VAR	02/06/2014
4,901.							-29,891.	
		500 BOEING CO PROPERTY TYPE: SECURITIES 45,224.				P	VAR	VAR
62,187.							16,963.	
		880 BOSTON PPTYS INC PROPERTY TYPE: SECURITIES 21,922.				P	VAR	VAR
102,001.							80,079.	
		1300 BROADCOM CORP CL A PROPERTY TYPE: SECURITIES 51,579.				P	VAR	VAR
44,763.							-6,816.	
		1700 CHESAPEAKE ENERGY CORP PROPERTY TYPE: SECURITIES 52,064.				P	VAR	09/23/2013
44,565.							-7,499.	
		4500 CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 7,206.				P	05/12/1994	VAR
106,899.							99,693.	
		600 COACH INC PROPERTY TYPE: SECURITIES 27,979.				P	VAR	05/15/2014
24,805.							-3,174.	
		1725 COMCAST CORP CL A NEW PROPERTY TYPE: SECURITIES 49,979.				P	VAR	VAR
90,306.							40,327.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
74,202.		1050 CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 20,934.				P	VAR 53,268.	VAR
50,079.		3400 CORNING INC PROPERTY TYPE: SECURITIES 38,817.				P	VAR 11,262.	09/23/2013
230,476.		1975 COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES 81,182.				P	VAR 149,294.	VAR
387,654.		5875 CVS HEALTH CORP PROPERTY TYPE: SECURITIES 109,163.				P	VAR 278,491.	VAR
101,832.		1450 DANAHER CORP PROPERTY TYPE: SECURITIES 51,379.				P	VAR 50,453.	VAR
191,089.		13900 DELL INC PROPERTY TYPE: SECURITIES 486,344.				P	VAR -295,255.	VAR
25,841.		400 EMERSON ELEC CO PROPERTY TYPE: SECURITIES 22,614.				P	VAR 3,227.	10/15/2013
418,614.		4400 EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 29,621.				P	VAR 388,993.	VAR
206,410.		1565 FEDEX CORP PROPERTY TYPE: SECURITIES 59,424.				P	VAR 146,986.	VAR
25,446.		250 FISERV INC PROPERTY TYPE: SECURITIES 8,947.				P	VAR 16,499.	10/15/2013
218,945.		4225 FRANKLIN RESOURCES INC PROPERTY TYPE: SECURITIES 56,194.				P	VAR 162,751.	VAR
224,528.		8730 GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES 8,984.				P	VAR 215,544.	VAR

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,996.		200 GLAXOSMITHKLINE PLC ADS PROPERTY TYPE: SECURITIES 10,282.				P	02/03/2006 -286.	10/01/2013
53,556.		100 GOOGLE INC CL C PROPERTY TYPE: SECURITIES 19,813.				P	VAR 33,743.	04/22/2014
229,027.		2900 HOME DEPOT INC PROPERTY TYPE: SECURITIES 95,427.				P	VAR 133,600.	VAR
94,008.		1030 HONEYWELL INTL INC PROPERTY TYPE: SECURITIES 40,386.				P	VAR 53,622.	VAR
20,449.		400 HSBC HOLDINGS PLC ADR PROPERTY TYPE: SECURITIES 29,115.				P	VAR -8,666.	02/06/2014
41,870.		1400 INTEL CORP PROPERTY TYPE: SECURITIES 5,277.				P	05/23/1994 36,593.	VAR
180,084.		950 INTERNATIONAL BUSINESS MACH PROPERTY TYPE: SECURITIES 82,023.				P	VAR 98,061.	VAR
149,242.		1575 JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 94,600.				P	VAR 54,642.	VAR
21,030.		400 JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 21,223.				P	05/04/2007 -193.	10/15/2013
433,264.		9000 LOWES COS INC PROPERTY TYPE: SECURITIES 86,830.				P	VAR 346,434.	VAR
11,040.		200 MALLINCKRODT PLC PROPERTY TYPE: SECURITIES 7,063.				P	VAR 3,977.	02/05/2014
50,681.		700 MCGRAW HILL FINANCIAL INC PROPERTY TYPE: SECURITIES 8,302.				P	VAR 42,379.	VAR

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
21,871.		400 MEDTRONIC INC PROPERTY TYPE: SECURITIES 13,862.				P	VAR 8,009.	10/15/2013
145,734.		590 METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES 30,810.				P	VAR 114,924.	VAR
171,148.		4550 MICROSOFT CORP PROPERTY TYPE: SECURITIES 62,399.				P	VAR 108,749.	VAR
39,944.		520 NIKE INC CL B PROPERTY TYPE: SECURITIES 11,092.				P	VAR 28,852.	08/13/2014
144,889.		3950 ORACLE CORP PROPERTY TYPE: SECURITIES 50,821.				P	VAR 94,068.	VAR
16,212.		1000 PEABODY ENERGY CORP PROPERTY TYPE: SECURITIES 48,441.				P	VAR -32,229.	02/06/2014
156,663.		1850 PEPSICO INC PROPERTY TYPE: SECURITIES 58,551.				P	VAR 98,112.	VAR
119,922.		4100 PFIZER INC PROPERTY TYPE: SECURITIES 8,785.				P	02/08/1988 111,137.	VAR
415,302.		5200 PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 11,318.				P	VAR 403,984.	VAR
96,195.		600 RALPH LAUREN CORP PROPERTY TYPE: SECURITIES 46,912.				P	VAR 49,283.	VAR
25,273.		350 SAP SE PROPERTY TYPE: SECURITIES 15,168.				P	VAR 10,105.	10/15/2013
11.		0.4286 SEVENTY SEVEN ENERGY INC PROPERTY TYPE: SECURITIES 11.				P	09/06/2006	07/01/2014

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
98,473.		600 SIMON PROP GRP PROPERTY TYPE: SECURITIES 13,895.				P	VAR 84,578.	VAR
26,627.		2000 STAPLES INC PROPERTY TYPE: SECURITIES 20,189.				P	VAR 6,438.	VAR
113,583.		1680 STATE STREET CORP PROPERTY TYPE: SECURITIES 555.				P	07/27/1973 113,028.	VAR
96,058.		1250 STRYKER CORP PROPERTY TYPE: SECURITIES 61,623.				P	VAR 34,435.	VAR
18,026.		300 TARGET CORP PROPERTY TYPE: SECURITIES 8,682.				P	VAR 9,344.	04/22/2014
22,595.		600 TEVA PHARMACEUTICAL INDUSTR PROPERTY TYPE: SECURITIES 32,204.				P	VAR -9,609.	09/23/2013
11.		0.5 TIME INC PROPERTY TYPE: SECURITIES 18.				P	06/10/1999 -7.	06/09/2014
24,547.		700 TWENTY FIRST CENTURY FOX IN PROPERTY TYPE: SECURITIES 8,045.				P	VAR 16,502.	08/13/2014
209,239.		1550 UNION PAC CORP PROPERTY TYPE: SECURITIES 55,554.				P	VAR 153,685.	VAR
124,653.		1340 UNITED PARCEL SERVICE INC C PROPERTY TYPE: SECURITIES 78,879.				P	VAR 45,774.	VAR
117,264.		1050 UNITED TECH CORP PROPERTY TYPE: SECURITIES 41,151.				P	VAR 76,113.	VAR
18,432.		400 VALERO ENERGY CORP PROPERTY TYPE: SECURITIES 12,485.				P	VAR 5,947.	02/06/2014

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
129,229.		1700 WAL-MART STORES INC PROPERTY TYPE: SECURITIES 78,644.				P	VAR 50,585.	VAR
74,542.		875 WALT DISNEY CO PROPERTY TYPE: SECURITIES 31,060.				P	VAR 43,482.	VAR
74,907.		1600 WELLS FARGO & CO PROPERTY TYPE: SECURITIES 94,855.				P	VAR -19,948.	VAR
50,830.		900 WILLIAMS COS INC PROPERTY TYPE: SECURITIES 16,407.				P	VAR 34,423.	08/13/2014
40,351.		3924 WIPRO LTD ADR PROPERTY TYPE: SECURITIES 36,230.				P	VAR 4,121.	09/23/2013
TOTAL GAIN (LOSS)							<u>5,137,429.</u>	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PNC BANK	25.	25.
FOLGER NOLAN, FEDERAL MONEY MARKET	226.	226.
VANGUARD 030	39.	39.
VANGUARD 033	40.	40.
U.S. TREASURY NOTES, NET	734.	734.
TOTAL	1,064.	1,064.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOLGER NOLAN, DIVIDENDS	926,419.	926,419.
TOTAL	<u>926,419.</u>	<u>926,419.</u>

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DFJ DRAGON FUND CHINA II LP	-4,467.	-4,467.
DFJ FRONTIER FUND II LP	-2,431.	-2,431.
DFK GOTHAM VENTURE FUND II LP	-9,004.	-9,004.
DRAPER ATLANTIC VENTURE FUND II LP	-2,712.	-2,712.
TOTALS	-18,614.	-18,614.

FORM 990PF, PART I - LEGAL FEES

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
COVINGTON & BURLING	2,115.			
TOTALS	<u>2,115.</u>			

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ANNE L STONE & ASSOC. LLC	13,025.			
C. DAY	500.			
TOTALS	13,525.			

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
M MANDERFIELD, GRANT ADMIN.	102,875.	10,287.		92,588.
TOTALS	102,875.	10,287.		92,588.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL ESTIMATED EXCISE TAXES	75,000.			
FOREIGN TAXES PD ON DIVIDENDS	10,305.	10,305.		
TOTALS	85,305.	10,305.		

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BANK FEES	267.			
LICENSES	584.			
WIRE TRANSFER FEES	120.			
TOTALS	971.			

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALL CORPORATE STOCK, BOOK		
VALUE @ COST BASIS		
7900, ABBOTT LABORATORIES	114,833.	333,696.
7525, ABBVIE INC	115,695.	415,982.
4450, ACCENTURE PLC	172,642.	360,717.
315, ACTAVIS INC	50,449.	71,499.
6625, ADOBE SYSTEMS INC	185,116.	476,337.
2530, ALLERGAN INC	150,141.	414,110.
2520, AMAZON.COM INC	79,720.	854,381.
5500, AMER MOVIL SAB DE CV	146,371.	134,805.
74, AMER WTS INTL GRP	1,205.	1,902.
7120, AMERICAN EXPRESS	864.	637,596.
4175, AMER TOWER CORP	130,426.	411,655.
225, ANHUESER BUSCH	23,187.	25,150.
10150, APPLE COMPUTER	74,134.	1,040,375.
860, AT&T	25,273.	30,065.
100, AVAGO TECHNOLOGIES	7,420.	8,209.
100, BAIDU INC	15,695.	21,452.
9674, BANK OF AMERICA	329,231.	155,655.
3700, BAXTER INTN'L	187,614.	277,426.
1500, BCE INC	53,253.	67,530.
2535, BECTON DICKINSON & CO	186,634.	297,026.
5500, BED, BATH & BEYOND	171,135.	334,152.
5125, BHP BILLITON LTD	164,634.	351,729.
250, BLACKROCK INC	46,738.	82,632.
2850, BOEING CO	240,299.	361,380.
3420, BOSTON PROPERTIES, INC	88,046.	415,256.
1500, BROADCOM CORP	51,005.	59,070.
1850, CAPITAL ONE FINANCIAL	78,393.	151,811.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1850, CATERPILLAR INC	142,936.	201,780.
1700, CHESAPEAKE ENERGY CORP	49,641.	46,240.
910, CHINA PETE & CHEM CORP	61,151.	91,910.
21100, CISCO SYSTEMS, INC	28,641.	527,289.
950, CITIGROUP, INC	237,058.	49,068.
350, CITRIX SYSTEMS	20,623.	24,591.
5000, CLAYMORE TRUST 2	125,361.	142,600.
1750, COACH INC	55,930.	64,452.
3600, COCA-COLA CO	116,671.	150,192.
400, COGNIZANT TECHNOLOGY	18,940.	18,292.
5000, COLGATE PALMOLIVE	135,635.	323,650.
7843, COMCAST CORP NEW	168,917.	429,169.
6650, CONOCOPHILLIPS	130,371.	540,113.
3400, CORNING	39,640.	70,924.
4925, COSTCO WHOLESALE CORP	173,850.	596,319.
1600, COVIDIEN PLC (COV)	73,730.	138,928.
600, CROWN CASTLE INT'L	34,936.	47,706.
533, CST BRANDS INC	14,833.	18,570.
10525, CVS CAREMARK CORP	159,435.	836,211.
6750, DANAHER CORP	204,590.	517,117.
5125, WALT DISNEY CO	159,248.	460,635.
7040, EBAY	239,873.	390,720.
5700, EMERSON ELECTRIC	207,457.	364,914.
4754, EXPRESS SCRIPTS INC	168,821.	351,463.
13300, EXXON MOBIL CORP	79,456.	1,322,818.
1500, FACEBOOK INC CL A	29,879.	112,230.
4735, FEDEX CORP	168,148.	700,212.
200, FIREEYE INC	18,959.	15,570.
7500, FISERVE	133,933.	483,525.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
12575, FRANKLIN RESOURCES	144,325.	710,739.
10000, GAP INC	228,061.	461,500.
50270, GENERAL ELECTRIC	57,596.	1,306,014.
800, GENERAL MILLS INC	29,145.	42,704.
1900, GLAXOSMITHKLINE	96,921.	93,290.
275, GOLDMAN SACHS GRP	46,701.	49,255.
440, GOOGLE INC CL C	124,315.	251,504.
540, GOOGLE INC CL A	104,119.	314,474.
4103, HEWLETT PACKARD CO	190,217.	155,914.
8200, HOME DEPOT INC	255,466.	766,700.
4570, HONEYWELL INTL INC	189,771.	435,201.
3100, HSBC HOLDINGS PLC	217,770.	167,586.
750, ILLUMINA INC	37,572.	134,520.
3600, INFOSYS LTD SP ADR	162,232.	214,200.
12600, INTEL CORP	70,898.	439,992.
3650, INTER BUSINESS MACH.	329,167.	701,895.
325, INTUITIVE SURGICAL INC	86,615.	152,753.
7200, ISHARES CHINA LG (FXI)	150,502.	291,384.
1950, ISHARES MSCI BRA (EWZ)	139,463.	104,715.
14500, ISHARES MSCI JAP (EWJ)	171,604.	171,100.
3150, ISHARES PACIFIC (EPP)	98,692.	161,028.
1200, ISHARES NASDA BIO(IBB)	73,621.	331,860.
250, ISHARES RUSS MID (IWR)	18,737.	41,088.
200, ISHARES S&P MID (IJH)	12,303.	28,732.
200, ISHARES RUS 2000 (IWM)	11,924.	23,312.
1800, ISHARES S&P EUR (IEV)	67,241.	84,240.
7950, ISHARES EMG MKTS (EEM)	192,459.	358,227.
200, ISHARES MEXCOCAPD(EWW)	14,636.	14,356.
4325, JOHNSON & JOHNSON	232,726.	448,632.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
4700, JP MORGAN & CHASE CO	202,436.	279,415.
450, KELLOGG CO	23,903.	29,237.
950, KIMBERLY-CLARK CORP	61,556.	102,600.
700, KRAFT FOODS GROUP	26,733.	41,230.
250, LINKEDIN CORP	45,147.	56,437.
1000, LOCKHEED MARTIN	76,243.	174,000.
30500, LOWES CO	316,232.	1,601,555.
1500, MACY'S INC	62,284.	93,435.
100, MANPOWER GROUP INC	7,818.	7,758.
3700, MCDONALDS CORP	216,962.	346,764.
4600, MCGRAW-HILL FIN'L INC	51,522.	373,198.
5600, MEDTRONIC INC	201,667.	357,560.
6400, MERCK & CO INC NEW	391,861.	384,704.
1610, METTLER-TOLEDO INTL	83,792.	435,473.
400, MICHAEL KORS	34,542.	32,048.
12850, MICROSOFT CORP	42,786.	583,776.
100, MILLICOM INTL CELLULAR	11,030.	8,900.
750, MOLYCORP INC	40,289.	1,343.
1700, MONDELEZ INTL INC	34,832.	61,523.
950, NEW ORIENTAL EDUCATION	26,939.	21,670.
2875, NEWS CORP INC	16,351.	50,672.
9480, NIKE INC	196,174.	744,654.
23000, NOKIA CORP	504,619.	192,510.
1800, NOVARTIS AG SPONS	96,478.	161,712.
12350, ORACLE CORP	161,240.	512,895.
5750, PEPSICO INC	199,891.	531,817.
1950, PETROLEO BRASILEO SA	103,081.	38,161.
17000, PFIZER INC	172,037.	499,630.
4000, PHILLIPS 66	49,565.	348,080.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
100, PIONEER NAT'L RES CO	19,795.	20,865.
100, PRICELINE GROUP	55,538.	124,431.
13800, PROCTER & GAMBLE	29,413.	1,146,918.
1200, QUALCOMM INC	72,684.	91,320.
2000, QUEST DIAGNOSTICS INC	111,825.	126,420.
2500, RALPH LAUREN CORP	159,844.	423,000.
3200, RENREN INC	31,698.	10,688.
1000, RIO TINTO PLC SPONS	49,180.	53,740.
525, ROYAL DUTCH SHELL	36,035.	42,509.
200, SALESFORCE.COM	10,946.	11,818.
5000, SAP AG-SPONSORED ADR	210,118.	389,650.
8000, SAUL CENTERS INC	100,693.	398,800.
200, SBA COMMS CORP	15,261.	22,058.
2600, SCHLUMBERGER LTD	241,352.	285,064.
121, SEVENTY SEVEN ENE INC	3,028.	2,840.
2700, SIMON PROPERTY GROUP	63,735.	459,081.
1000, SINA CORP	87,643.	46,180.
600, SKYWORKS SOLS INC	15,533.	33,996.
200, SOHU.COM INC	12,746.	11,812.
250, SPLUNK INC	12,483.	13,482.
12000, STAPLES INC	103,048.	140,160.
150, STARBUSCKS CORP	10,877.	11,672.
5820, STATE STREET CORP	1,922.	419,215.
250, STRATASYS LTD	27,024.	29,990.
4450, STRYKER CORP	207,428.	370,730.
3700, SUNCOR ENERGY INC	151,618.	152,033.
8900, TARGET CORP	247,565.	534,623.
900, TERADATA CORP	57,100.	41,103.
1200, TEVA PHARMACEUTICAL	66,395.	63,024.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
850, THERMO FISHER SCIENTIF	53,103.	102,179.
312, TIME INC	9,377.	7,326.
1180, TIME WARNER CABLE	222,556.	174,557.
2500, TIME WARNER INC NEW	142,236.	192,575.
10800, 21ST CENT FOX IN	118,368.	382,536.
400, TWITTER INC	15,082.	19,900.
400, UBIQUITI NETWORKS INC	14,890.	18,144.
7250, UNION PACIFIC CORP	157,678.	763,208.
4660, UPS INC	273,636.	453,558.
5550, UNITED TECH CORP	195,285.	599,289.
1450, VF CORP	62,114.	92,974.
12840, VALE SA ADR	140,232.	167,690.
4400, VALERO ENERGY CORP NEW	152,680.	238,216.
150, VANGUARD MIDCAP VIPERS	14,936.	18,176.
150, VANGUARD SMCAP VIPERS	14,545.	17,531.
4500, VERIZON COMMUNICATIONS	22,864.	224,190.
925, VISA INC	83,331.	196,581.
3000, VORNADO RLTY TR	129,448.	317,610.
8400, WAL-MART STORES INC	165,986.	634,200.
1500, WASHINGTON PRIME GRP	4,488.	29,280.
9726, WELLS FARGO COMPANY	407,513.	500,305.
8600, WILLIAMS COMPANIES	183,326.	511,184.
3924, WIPRO LTD	32,811.	46,931.
2833, WPX ENERGY INC	37,824.	75,414.
6000, YAHOO INC	85,557.	231,060.
2000, YUM BRANDS INC	113,020.	144,860.
3400, ZIMMER HOLDINGS INC	219,072.	337,654.
300, ZOETIS INC	9,087.	10,632.
400, 3D SYS CORP DEL	24,713.	21,404.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
3650, 3M CO	229,124.	525,600.
6807, TEMP CHINA WORLD	86,768.	260,425.
2777, THE CHINA FUND	63,626.	61,566.
1000, KOREA FUND	36,985.	44,700.
6850, MS INDIA INVT FD	228,769.	164,606.
TOTALS	<u>19,065,182.</u>	<u>46,421,761.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DRAPER ATLANTIC VENTURE FUND II LP	18,194.	13,635.
DFJ GOTHAM VENTURE FUND II LP	168,179.	179,849.
DFJ DRAGON FUND CHINA II LP	130,487.	129,688.
DFJ FRONTIER FUND II LP	50,986.	50,876.
TOTALS	<u>367,846.</u>	<u>374,048.</u>

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
LEE M. FOLGER C/O ANNE L. STONE & ASSOCIATES, LLC 1320 OLD CHAIN BRIDGE RD 425 MCLEAN, VA 22101	PRESIDENT 2.00	0
JOHN D. FOLGER C/O ANNE L. STONE & ASSOCIATES, LLC 1320 OLD CHAIN BRIDGE RD 425 MCLEAN, VA 22101	VICE PRESIDENT, SECRETARY 1.00	0
JULIET C. FOLGER C/O ANNE L. STONE & ASSOCIATES, LLC 1320 OLD CHAIN BRIDGE RD 425 MCLEAN, VA 22101	VICE PRESIDENT, TREASURER 2.00	0
CECILY C COLBURN C/O ANNE L. STONE & ASSOCIATES, LLC 1320 OLD CHAIN BRIDGE RD 425 MCLEAN, VA 22101	VICE PRESIDENT 1.00	0
GRAND TOTALS		0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MOLLY MANDERFIELD 725 FIFTEENTH ST NW, 3RD FLOOR WASHINGTON, DC 20005 GRANT ADMINISTRATOR	GRANT ADMINISTRATION	102,875.
TOTAL COMPENSATION		<u>102,875.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

KATHRINE D. FOLGER, DECEASED 9/2/97
LEE M. FOLGER

THE LEE AND JULIET FOLGER FUND
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FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
4 Paws for Ability 253 Dayton Avenue Xenia, OH 45385\	None Public Charity	In honor Mimi Hansen-Erraziqi	\$ 1,000
Alliance Francaise de Washington 2142 Wyoming Avenue, N.W. Washington, D.C. 20008	None Public Charity	Meghan Metzger Director of Development	5,000
American Friends of the Louvre 305 E. 47 th Street, 10 th Floor New York, NY 10017	None Public Charity	General Operating Expenses\	1,000
American Red Cross, National Capital Chapter 8550 Arlington Boulevard Fairfax, VA 22031	None Public Charity	Folger Boardroom Refurbishment Project	25,000
American University, Washington College of Law 4801 Massachusetts Avenue, N.W. Washington, D.C. 20016	None Public Charity	James M. Day Energy Scholarship Fund	10,000
Asia Society 725 Park Avenue New York, NY 10021	None Public Charity	President's Circle Program	1,500
Bhutan Foundation 2100 Pennsylvania Ave, N.W., Suite 525 Washington, D.C. 20037	None Public Charity	Research / Protection tiger & snow leopard populations	10,000
Bishop John T. Walker School for Boys 3640 Martin Luther King, Jr. Avenue, S.E. Washington, D.C. 20032	None Public Charity	General Operating Expenses\	2,000
Brookings Institution 1775 Massachusetts Avenue, N.W. Washington, D.C. 20036	None Public Charity	Brookings Council Program\	10,000\
Brookings Institution 1775 Massachusetts Avenue, N.W. Washington, D.C. 20036	None Public Charity	Lee and Juliet Folger Fund's Impact Fund for John L. Thornton China Center	150,000
The Center for Strategic and International Studies 1616 Rhode Island Avenue, N.W. Washington, D.C. 20036	None Public Charity	General Operating Expenses	30,000

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Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Corcoran Gallery of Art 500 17 th Street, N.W. Washington, D.C. 20006	None Public Charity	Corcoran College of Art & Design support of Photography Programs	\$ 5,000
D.C. Preparatory Academy 707 Edgewood Street, NE Washington, DC 20017	None Public Charity	General Operating Expenses	3,500
Diplomatic Reception Rooms U.S. Department of State 2201 C Street, N.W. Washington, D.C. 20520	None Public Charity	General Operating Expenses	1,000
Fabretto Children's Foundation 3124 North 10 th Street Arlington, VA 22201	None Public Charity	General Operating Expense	2,000
Federal City Council 1156 15 th Street, N.W., Suite 600 Washington, D.C. 20005	None Public Charity	General Operating Expenses current fiscal year	15,000
Fix Georgia Pets 6300 Powers Ferry Road, Suite 600 Atlanta, GA 30339	None Public Charity	General Operating Expenses	1,000
Folger Shakespeare Library 201 East Capitol Street, S.E. Washington, D.C. 20003	None Public Charity	Support of Annual Gala	10,000
Folger Shakespeare Library 201 East Capitol Street, S.E. Washington, D.C. 20003	None Public Charity	Director's Circle Program	10,000
The Friends of Mitchell Park 2401 Tracy Place, N.W. Washington, D.C. 20008	None Public Charity	General Operating Expenses	500
Gateway School 126 Eucalyptus Avenue Santa Cruz, CA 95060	None Public Charity	Annual Giving Program Academic Year 2013 –2014	15,000

THE LEE AND JULIET FOLGER FUND

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FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Georgetown University President and Directors 37 th and O Streets, N.W. Washington, D.C. 20057	None Public Charity	Undergraduate Research Humanities, Social Studies, Environmental Sciences	\$ 30,000
Georgetown University President and Directors 37 th and O Streets, N.W. Washington, D.C. 20057	None Public Charity	Kalorama Fellowships 2013 - 2014	10,000
Gladstone Institutes Foundation 1650 Owens Street San Francisco, CA 94158	None Public Charity	In memory of Frank Montgomery Woods	2,000
Greater Washington Educational Telecommunications Association (WETA) 3939 Campbell Avenue Arlington, VA 22206	None Public Charity	General Operating Expenses	10,000
Groton School P.O. Box 991 Groton, MA 01450	None Public Charity	Annual Giving Campaign	10,000
Harvard University's Asia Center 1730 Cambridge Street, S112 Cambridge, MA 02138	None Public Charity	Chairman's Discretionary Fund - Asia Vision 21 Program	10,000
Harvard University's History Department 35 Quincy Street, 201 Robinson Hall Cambridge, MA 02138	None Public Charity	Projects of Dr. Andrew Gordon	75,000
Harvard University Fairbank Center for Chinese Studies 1730 Cambridge Street, S112 Cambridge, MA 02138	None Public Charity	ChinaX Online Project Support	75,000
Harvard University Fairbank Center for Chinese Studies 1730 Cambridge Street, S112 Cambridge, MA 02138	None Public Charity	China Map Project	25,000
Harvard University Dumbarton Oaks Research Library Collection 1703 32 nd Street, N.W. Washington, D.C. 20007	None Public Charity	Garden and Orangery Upgrades Project	25,000

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FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Harvard University Fairbank Center for Chinese Studies 1730 Cambridge Street, S112 Cambridge, MA 02138	None Public Charity	China Forum Series	\$ 100,000
Harvard University' President and Fellows 124 Mount Auburn Street Cambridge, MA 02138	None Public Charity	Harvard College Parents Fund	2,500
Harvard University Dunbarton Oaks Research Library and Collection 1703 32 nd Street, N.W. Washington, D.C. 20007	None Public Charity	Lighting of the Beech Tree and Beatrix Farrand Plaque – Wall outside of the Orangery	25,000
The Holton-Arms School 7303 River Road Bethesda, MD 20817	None Public Charity	Support of the Holton Annual Fund	3,000
The Holton-Arms School 7303 River Road Bethesda, MD 20817	None Public Charity	Support of the Scholarship Fund	1,000
Homeward Trails Animal Rescue, Inc. P.O. Box 100968 Arlington, VA 22210	None Public Charity	General Fund Supportt	1,000
iCivics, Inc. 2001 S Street, N.W., Suite 400 Washington, D.C. 20009	None Public Charity	General Operating Expenses	30,000
Innisfree Incorporated 5505 Walnut Level Road Crozet< VA 22932	None Public Charity	General Operating Expenses	1,000
John F. Kennedy Center for the Performing Arts 2700 F Street, N.W. Washington, D.C. 20566	None Public Charity	Ballet Program emphasis on the Russian Ballet Companies	3,000
John F. Kennedy Center for the Performing Arts 2700 F Street, N.W. Washington, D.C. 20566	None Public Charity	Washington National Opera's Upcoming Season Oct 2013 – Sep 2014	7,500

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Johns Hopkins University One Charles Center 100 North Charles Street, Suite 321 Baltimore, MD 21201	None Public Charity	General Operating Expenses	\$ 25,000
The Johns Hopkins University School of Advanced International Studies 1740 Massachusetts Avenue, NW Washington, D.C. 20036	None Public Charity	Chairman's Discretionary Fund	10,000
Library of Congress 101 Independence Avenue, S.E. Washington, D.C. 20540	None United States Code 26 U.S.C.. 170(a) and (c)(1)	James Madison Councel Fund	10,000
Manchester by-the-S Public Library Friends P.O. Box 652 Manchester, NH 01944	None Public Charity	In memory of Lucy Vermilye	2,000
Martha's Table, Inc. 2114 14 th Street, N.W. Washington, D.C. 20009	None Public Charity	Emergency Food Programs	1,500
Mary's Center for Maternal and Child Care, Inc. 2333 Ontario Road, NW Washington, DC 20009	None Public Charity	Healthy Start Initiative and Healthy Families DC Programs	1,500
Meadowbrook Foundation, Inc. 8200 Meadowbrook Lane Chevy Chase, MD 20815	None Public Charity	General Operating Expenses	1,500
Metropolitan Club Preservation Foundation 1700 H Street, N.W. Washington, D.C. 20006	None Public Charity	General Operating Expenses	2,000
National Gallery of Art 2000B South Club Drive Landover, MD 20785	None Public Charity	Peter Claesz Painting "Banquet Still Life, 17 th c. "	3,150,000
National Gallery of Art 2000B South Club Drive Landover, MD 20785	None Public Charity	Exhibition Circle Support	20,000

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
National Gallery of Art 2000B South Club Drive Landover, MD 20785	None Public Charity	Jan Van Goyen Painting "A Wooden Landing Stage"	\$1,725,000
National Geographic Society 1145 17 th Street, NW Washington, DC 20036	None Public Charity	Serengeti Lion Project	50,000
National Geographic Society 1145 17 th Street, NW Washington, DC 20036	None Public Charity	ICOA Mission for Exploration /Development	5,000
NIPA, Ltd, d/b/a Volcker Alliance, Inc. 610 Fifth Avenue, Suite 420 New York, N.Y. 10020	None Public Charity	The Volker Alliance	25,000
North Haven Conservation Partners P. O. Box 336 North Haven, ME 04853	None Public Charity	Ongoing Conservation Projects in memory of Caroline Macomber	10,000
Panthera Corporation P.O. Box 11363 Bozeman, MT 59719	None Public Charity	Panthera Cougar Study Center Jackson Hole, WY	15,000
Peabody Essex Museum, Inc. East India Square Salem, MA 01970	None Public Charity	Exhibit Asia in Amsterdam	25,000
Pentagon Federal Credit Union Foundation OenFed Foundation 2430 Eisenhower Avenue Alexandria, VA 22314	None Public Charity	Military Heroes/Soldier Care Program	1,000
Peter G. Peterson Institute for International Economics 1750 Massachusetts Avenue, N.W. Washington, D.C. 20036	None Public Charity	Support various Research Programs/Nick Lardy/Assoc. Northeast Asia work	30,000
The Phillips Collection 1600 21 st Street, N.W. Washington, D.C. 20009	None Public Charity	General Operating Expenses	2,000
Friends of Pleasant Grove 8700 Lewinsville Road McLean, VA 22102	None Public Charity	General Operating Expenses	3,000

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Protestant Episcopal Cathedral Foundation Wisconsin and Massachusetts Avenues, N.W. Washington, D.C. 20016	None Public Charity	Cathedral's Ignatius Forum	\$ 1,000
Saint Luke Institution 8901 New Hampshire Avenue Silver Spring, MD 20903	None Public Charity	2013 Annual Benefit	1,000
The Shakespeare Theatre 516 8 th Street, S.E. Washington, D.C. 20003	None Public Charity	General Operating Expenses	2,000
Sibley Memorial Hospital Foundation 5255 Loughboro Road, N.W. Washington, D.C. 20016-2695	None Public Charity	Innovation Center	25,000
Sibley Memorial Hospital Foundation 5255 Loughboro Road, N.W. Washington, D.C. 20016	None Public Charity	Innovation Center	10,000
St. Albans School Mont St. Alban Washington, D.C. 20016-5095	None Public Charity	Annual Giving Program 2013 – 2014	15,000
St. Ann's Center for Children, Youth and Families 4901 Eastern Avenue Hyattsville, MD 20782	None Public Charity	Mother-Baby Program	2,000
St. John's Church, Lafayette Square 1525 H Street, N.W. Washington, D.C. 20005	None Public Charity	Annual Giving Program	15,000
St. Mark's School 25 Marlboro Road Southborough, MA 01772	None Public Charity	Annual Giving Program	7,500
St. Mark's School 25 Marlboro Road Southborough, MA 01772	None Public Charity	Program to Enhance the Sundial Quad.	25,000
Sustainable Development Institute 3121 South Street, N.W. Washington, D.C. 20007	None Public Charity	General Operating Expenses	1,000

THE LEE AND JULIET FOLGER FUND

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Trust for the National Mall 1300 Pennsylvania Avenue, N.W., Suite 370 Washington, D.C. 20007	None Public Charity	General Operating Expenses	\$ 2,500
The Trustees of Reservations 572 Essex Street Beverly, MA 01915	None Public Charity	Essex River Estuary Preservation Program	5,000
Tudor Place Foundation, Inc. 1644 31 st Street, N.W. Washington, D.C. 20007	None Public Charity	Preservation and Maintenance of Tudor Place House	1,500
Tudor Place Foundation, Inc. 1644 31 st Street, N.W. Washington, D.C. 20007	None Public Charity	Support of the Spring Garden Party	1,000
Ucross Foundation 30 Big Red Lane Clearmont, WY 82835	None Public Charity	Ucross Artist –in- Residency Program	6,000
University of Miami Miller School of Medicine 1150 N.W. 14 th Street, Suite 150 Miami, FL 33136	None Public Charity	Uhealth Champions Program	20,000
University of Virginia McIntire School of Commerce P.O. Box 400173 Charlottesville, VA 22904-4173	None Public Charity	General Operating Expense	1,000
The Vincent Club 71 Brimmer Street Boston, MA 02108	None Public Charity	General Operating Expense	5,000
The Vincent Club 71 Brimmer Street Boston, MA 02108	None Public Charity	Support of efforts for 2014-2015	25,000
Wadsworth-Sulgrave Historic Preservation Foundation 1801 Massachusetts Avenue, N.W. Washington, D.C. 20036	None Public Charity.	General Operating	5,000

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Washington Jesuit Academy 900 Varnum Stret, N.E. Washington, D.C. 20017	None Public Charity	In memory of Thomas "Tom" Roddy	\$ 10,000
Washington National Cathedral 3101 Wisconsin Avenue, N.W. Washington, D.C. 20016	None Public Charity	Bratenahl House Project	25,000
Washington National Cathedral 3101 Wisconsin Avenue, N.W. Washington, D.C. 20016	None Public Charity	National Advisory Council Program	100,000
Wild Entrust International 5140 Ballard Avenue, N.W., Suite A Seattle, WA 98107	None Public Charity	General Operating Expense	45,000
Windemere Island Foundation 63 Kercheval Avenue, Suite 301 Grosse Pointe Farms, MI 48236	None Public Charity	General Operating Expense	1,000
World Affairs Council of Washington, DC 1200 18 th Street, NW, Suite 902 Washington, DC 20036	None Public Charity	Dinner Program	5,000

Total Grants and Contributions Paid \$ 6,231,500.00

THE LEE AND JULIET FOLGER FUND
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FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
American University Washington College of Law 4801 Massachusetts Avenue, N.W. Washington, D.C. 20016	None Public Charity	James M. Day Energy Scholarship Fund	\$ 10,000
Asia Society 725 Park Avenue New York, NY 10021	None Public Charity	General Operations	25,000
The Brookings Institution 1775 Massachusetts Avenue, N.W. Washington, D.C. 20006	None Public Charity	Northeast Asia Project	50,000
Center for Strategic and International Studies 1899 K Street, N.W. Washington, DC. 20006	None Public Charity	General Operations	30,000
Corcoran Gallery of Art 500 17 th Street, N.W. Washington, D.C. 20006	None Public Charity	Corcoran College of Art support of Photography Programs	5,000
Folger Shakespeare Library 201 East Capitol Street, S.E. Washington, D.C. 20003	None Public Charity	General Operations	100,000
Georgetown University 37 th and O Streets, N.W. Washington, D.C. 20007	None Public Charity	Medical Center Support	100,000
Harvard University 1737 Cambridge Street Cambridge, MA 01238	None Public Charity	Asia Center	200,000
JFK Center for the Performing Arts 2700 F Street, N.W. Washington, D.C. 20566	None Public Charity	General Operations	10,000
Johns Hopkins University 100 North Charles Street Baltimore, MD	None Public Charity	Fund for Medicine General Operations	25,000
National Gallery of Art 2000B South Club Drive Landover, MD 20785	None Public Charity	Exhibit Support	100,000

THE LEE AND JULIET FOLGER FUND
September 1, 2013 – August 31, 2014

52-0794388

FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Page 2

Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
National Geographic Society 1145 17 th Street, N.W. Washington, D.C. 20036	None Public Charity	Education and Animal Conservation	\$100,000
Peabody Essex Museum East India Square Salem, MA 01970	None Public Charity	Works on Paper Project	100,000
Protestant Episcopal Cathedral Foundation Mount Saint Albans Washington, D.C. 20036	None Public Charity	General Operations	100,000
St. Albans School Mount Saint Albans Washington, D.C. 20036	None Public Charity	General Operations	20,000
Sibley Memorial Hospital 5255 Loughboro Road, N.W. Washington, D.C. 20016	None Public Charity	Progress and Hope Oconology	25,000
Smithsonian Institution 1000 Jefferson Drive, N.W. Washington, D.C.	None Public Charity	Exhibit Support	20,000
Washington Hospital Center 110 Irving Street, N.W. Washington, D.C., 20010	None Public Charity	General Support	50,000
Washington National Opera 2600 Virginia Avenue, N.W., suite 301 Washington, D.C., 20037	None Public Charity	General Operating Expenses	15,000

Total Contributions Approved for Future Payment

\$1,085,000.00

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

THE LEE AND JULIET FOLGER FUND

Employer identification number

52-0794388

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5 3,239.
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 3,239.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	8,028,495.	3,114,776.		4,913,719.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12 203,465.
13 Capital gain distributions.				13 19,109.
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 5,134,190.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		3,239.
18	Net long-term gain or (loss):			
a	Total for year	18a		5,134,190.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		5,137,429.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	20	()
a	The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T). . .	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26.	32		
33	Enter the smaller of line 21 or \$11,950.	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35.	36		
37	Multiply line 36 by 15%. ▶	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% ▶	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . .	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . .	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶	45		

Schedule D (Form 1041) 2013

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE LEE AND JULIET FOLGER FUND

52-0794388

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☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	1350 3M COMPANY			175,334.	94,769.			80,565.
	600 ABBOTT LABORATORIES	11/01/1990	08/14/2014	25,221.	2,969.			22,252.
	975 ABBVIE INC			48,898.	12,052.			36,846.
	200 ACTAVIS INC		10/01/2013	28,800.	22,404.			6,396.
	2875 ADOBE SYSTEMS INC			168,222.	84,004.			84,218.
	470 ALLERGAN INC			75,419.	26,604.			48,815.
	1080 AMAZON COM INC			345,541.	39,519.			306,022.
	1280 AMERICAN EXPRESS CO	02/04/1957		104,765.	155.			104,610.
	425 AMERICAN TOWER CORP	03/16/2006	08/13/2014	40,999.	13,183.			27,816.
	1550 APPLE COMPUTER INC			355,846.	33,649.			322,197.
	215 BECTON DICKINSON & CO	11/17/2006	08/13/2014	25,128.	15,384.			9,744.
	300 BED BATH BEYOND INC		10/15/2013	22,873.	11,705.			11,168.
	1275 BHP BILLITON LTD ADR			89,128.	45,044.			44,084.
	500 BLACKBERRY		02/06/2014	4,901.	34,792.			-29,891.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				8,028,495.	311,4776.			491,3719.

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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	500 BOEING CO			62,187.	45,224.			16,963.
	880 BOSTON PPTYS INC			102,001.	21,922.			80,079.
	1300 BROADCOM CORP CL A			44,763.	51,579.			-6,816.
	1700 CHESAPEAKE ENERGY CORP		09/23/2013	44,565.	52,064.			-7,499.
	4500 CISCO SYSTEMS INC	05/12/1994		106,899.	7,206.			99,693.
	600 COACH INC		05/15/2014	24,805.	27,979.			-3,174.
	1725 COMCAST CORP CL A NEW			90,306.	49,979.			40,327.
	1050 CONOCOPHILLIPS			74,202.	20,934.			53,268.
	3400 CORNING INC		09/23/2013	50,079.	38,817.			11,262.
	1975 COSTCO WHOLESALE CORP			230,476.	81,182.			149,294.
	5875 CVS HEALTH CORP			387,654.	109,163.			278,491.
	1450 DANAHER CORP			101,832.	51,379.			50,453.
	13900 DELL INC			191,089.	486,344.			-295,255.
	400 EMERSON ELEC CO		10/15/2013	25,841.	22,614.			3,227.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	4400 EXXON MOBIL CORP			418,614.	29,621.			388,993.
	1565 FEDEX CORP			206,410.	59,424.			146,986.
	250 FISERV INC		10/15/2013	25,446.	8,947.			16,499.
	4225 FRANKLIN RESOURCE INC			218,945.	56,194.			162,751.
	8730 GENERAL ELECTRIC CO			224,528.	8,984.			215,544.
	200 GLAXOSMITHKLINE PL ADS	02/03/2006	10/01/2013	9,996.	10,282.			-286.
	100 GOOGLE INC CL C		04/22/2014	53,556.	19,813.			33,743.
	2900 HOME DEPOT INC			229,027.	95,427.			133,600.
	1030 HONEYWELL INTL INC			94,008.	40,386.			53,622.
	400 HSBC HOLDINGS PLC ADR		02/06/2014	20,449.	29,115.			-8,666.
	1400 INTEL CORP	05/23/1994		41,870.	5,277.			36,593.
	950 INTERNATIONAL BUSINESS MACH			180,084.	82,023.			98,061.
	1575 JOHNSON & JOHNSON			149,242.	94,600.			54,642.
	400 JP MORGAN CHASE & CO	05/04/2007	10/15/2013	21,030.	21,223.			-193.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
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	9000 LOWES COS INC			433,264.	86,830.			346,434.
	200 MALLINCKRODT PLC		02/05/2014	11,040.	7,063.			3,977.
	700 MCGRAW HILL FINANCIAL INC			50,681.	8,302.			42,379.
	400 MEDTRONIC INC		10/15/2013	21,871.	13,862.			8,009.
	590 METTLER-TOLEDO INT INC			145,734.	30,810.			114,924.
	4550 MICROSOFT CORP			171,148.	62,399.			108,749.
	520 NIKE INC CL B		08/13/2014	39,944.	11,092.			28,852.
	3950 ORACLE CORP			144,889.	50,821.			94,068.
	1000 PEABODY ENERGY CORP		02/06/2014	16,212.	48,441.			-32,229.
	1850 PEPSICO INC			156,663.	58,551.			98,112.
	4100 PFIZER INC	02/08/1988		119,922.	8,785.			111,137.
	5200 PROCTER & GAMBLE CO			415,302.	11,318.			403,984.
	600 RALPH LAUREN CORP			96,195.	46,912.			49,283.
	350 SAP SE		10/15/2013	25,273.	15,168.			10,105.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	0.4286 SEVENTY SEVEN ENERGY INC	09/06/2006	07/01/2014	11.	11.			
	600 SIMON PROP GRP			98,473.	13,895.			84,578.
	2000 STAPLES INC			26,627.	20,189.			6,438.
	1680 STATE STREET CORP	07/27/1973		113,583.	555.			113,028.
	1250 STRYKER CORP			96,058.	61,623.			34,435.
	300 TARGET CORP		04/22/2014	18,026.	8,682.			9,344.
	600 TEVA PHARMACEUTICA INDUSTR		09/23/2013	22,595.	32,204.			-9,609.
	0.5 TIME INC	06/10/1999	06/09/2014	11.	18.			-7.
	700 TWENTY FIRST CENTURY FOX IN		08/13/2014	24,547.	8,045.			16,502.
	1550 UNION PAC CORP			209,239.	55,554.			153,685.
	1340 UNITED PARCEL SERVICE INC C			124,653.	78,879.			45,774.
	1050 UNITED TECH CORP			117,264.	41,151.			76,113.
	400 VALERO ENERGY CORP		02/06/2014	18,432.	12,485.			5,947.
	1700 WAL-MART STORES INC			129,229.	78,644.			50,585.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE LEE AND JULIET FOLGER FUND

52-0794388

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	875 WALT DISNEY CO			74,542.	31,060.			43,482.
	1600 WELLS FARGO & CO			74,907.	94,855.			-19,948.
	900 WILLIAMS COS INC		08/13/2014	50,830.	16,407.			34,423.
	3924 WIPRO LTD ADR		09/23/2013	40,351.	36,230.			4,121.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMCs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

THE LEE AND JULIET FOLGER FUND

Employer identification number (EIN) or

52-0794388

Number, street, and room or suite no. If a P.O. box, see instructions

C/O ANNE L. STONE & ASSOCIATES, LLC

Social security number (SSN)

City, town, or post office, state, and ZIP code. For a foreign address, see instructions

MCLEAN, VA 22101

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► ANNE L. STONE & ASSOCIATES, LLC, 1320 OLD CHAIN BRIDGE RD, SUITE 425 MC

Telephone No ► 703 847-1350

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 04/15, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20____ or
- ☒ tax year beginning 09/01, 2013, and ending 08/31, 2014

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	60,257.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	98,692.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

JSA

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